

Revised March 9<sup>th</sup> 2023 and May 4<sup>th</sup> 2023

## **WEST ALLIS ROTARY CLUB**

**Constitution and Bylaws** WEST ALLIS ROTARY CLUB was chartered April 15, 1927.

The territorial limits of this club are recorded as "City of West Allis, Wisconsin."

## **WEST ALLIS ROTARY CLUB**

### **Constitution and Bylaws**

On February 3, 1975, the Board of Directors approved the appointment of a committee of past presidents to assemble a recommended set of bylaws for our Club. These bylaws were to follow recommended standard bylaws for Rotary clubs with whatever alterations necessary to follow our own operational format developed over the previous forty-eight years. The main purpose of applying written bylaws at this time is to provide for continuity, progress and excellence in the operation of our club. On March 17, 1975, the recommendations of the committee were presented to the Board of Directors. After discussion, authorization was granted by the Board to distribute copies to all members in preparation for an acceptance vote. In accordance with Article XIV of the enclosed bylaws, these updated revisions of constitution and bylaws were distributed to all members at least ten days before the June 26, 1975 meeting, at which time acceptance was recorded by an unanimous vote of all members present.

Article I, Section 2, of the bylaws of Rotary International states, "The standard club constitution adopted by Rotary International, as amended from time to time, shall be adopted by all clubs admitted to membership subsequent to the sixth day of June, 1922." Each year Rotary International distributes an updated Manual of Procedure which, among other things, contains the standard club constitution. Reference to this Manual of Procedure can be made at any time by contacting our Club Secretary.

## **BYLAWS OF THE ROTARY CLUB OF WEST ALLIS, WISCONSIN**

### **Article I: Nomination and Election of Directors and Officers**

**SECTION 1:** At a regular meeting one month prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the club to fill the offices of President, Vice-President, Secretary, Treasurer, Sergeant at Arms and seven members of the Board of Directors, including the immediate Past President. The nominations shall be presented by a nominating committee (see Article VII, Section 1 (e) Additional nominations may be made from the floor, provided the proposer has first ascertained that the person will accept and serve if elected. If more than one member is nominated for an office, the names shall be placed on a ballot in alphabetical order under each office. The ballot will then be used for a secret written vote. If only one member is nominated for an office, election may be accomplished by via voice vote. Voting will take place at the annual meeting for election of officers and directors to be held not later than the thirty-first day of December each year. The candidates to fill the offices of President, Vice-President, Secretary, Treasurer, Sergeant at Arms and Directors receiving a majority of votes shall be declared elected to their respective positions.

**Terms of Officers are as follows:**

President: one year  
Vice-President: one year  
Secretary: one year\*  
Treasurer: one year\*  
Sergeant at Arms: one year

**Terms of Directors are as follows (total of seven):**

Retiring president: one year  
Remaining six directors - three years (Election of directors other than the president will be on the basis of adding two per year so there is always a total of seven.)

**SECTION 2:** A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

**SECTION 3:** A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

**SECTION 4:** Permanent Secretary/Treasurer, this position may be filled by an individual who is not a member of Rotary. In addition, this individual may be compensated as necessary in a manner to be determined by the Officers and Directors of the Club. A contract outlining the duties and compensation as well as the term of the contract shall be prepared and approved by the Board of Directors during the first Board of Director's meeting of the fiscal year. The Permanent Secretary/Treasurer may be removed from office by the contract cancellation by a two thirds majority vote of the officers and directors for non-performance of duties as well as any malfeasance. In the event that a Rotarian and non-Rotarian are competing for the position, all things being equal, preference will be given to the Rotarian. This position is not an officer or member of the Board of Directors. The Permanent Treasurer/Secretary shall be bonded. The bond will be provided by the Club.

**Article II: Board of Directors**

**SECTION 1:** The governing body of this club shall be the Board of Directors, consisting of twelve members of this club; namely, seven directors elected in accordance with Article I, Section 1, of these bylaws, the President, Vice-President, Secretary, Treasurer and Sergeant at Arms.

**Article III: Duties of Officers**

**SECTION 1:** President. It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertain to this office.

**SECTION 2:** Vice-President. It shall be the duty of the Vice- President to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as ordinarily pertain to this office such as planning for weekly meetings.

**SECTION 3:** Secretary. It shall be the duty of the Club Secretary to; order supplies as required to maintain efficient club operations, send out notices of meetings of the Club, Board of Directors, and committees. Record minutes of such meetings, preparing copies for all Board Members and officers with a copy given to the Permanent Secretary, and to perform such other duties as usually pertain to the office of Club Secretary as directed by the Board of Directors. If the Permanent Secretary/Treasurer is unable to perform the duties outlined, it shall be the responsibility of the Secretary to carry out such duties associated with secretarial functions.

**SECTION 4:** Treasurer. It shall be the duty of the Club Treasurer to Deposit funds received from members or other sources. If the Permanent Secretary/Treasurer is unable to perform the

duties outlined, it shall be the responsibility of the Treasurer to carry out such duties associated with treasury functions.

**SECTION 5:** Sergeant at Arms. The duties of the Sergeant at Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

**SECTION 6:** Permanent Secretary/Treasurer. It shall be the duty of the Permanent Secretary/Treasurer to maintain Club attendance records, with dates of attendance, dates of makeups and the period of time since the last missed meeting for each member; file attendance reports with the District Governor on a timely basis; report to the Club Secretary members whose membership is in jeopardy due to attendance problems; maintain permanent files of copies of membership applications, terminations, Board and special meeting minutes and membership reports to Rotary International; prepare such membership reports as required by Rotary International and the Rotary district, including new member applications and member termination. Assist the Club Secretary with the ordering of materials and supplies as needed to maintain efficient operation of the Club. This individual will also be responsible for preparing for distribution quarterly and special dues statements as directed by the Board of Directors, maintaining detailed records of special assessments and membership dues that are billed and collected; reporting to the Club Treasurer, individuals who are delinquent in their payment of dues and assessments; distribute checks as required and insure proper deposit of all funds on a timely manner, maintaining files for supporting documentation for all checks issued; preparing detailed lists of deposits and expenses as well as account balance information for the Club Treasurer to present at director meetings; prepare and submit, on a timely basis all federal and state documents, such as but not limited to, federal tax returns and statements as well as state raffle proceeds reports. Maintain files of these reports as required by law and maintain custodianship of all accounts in which Club funds are deposited.

#### **Article IV: Meetings**

**SECTION 1:** Annual Meeting. An annual meeting of this Club shall be held not later than the thirty-first day of December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

**SECTION 2:** The regular weekly meeting of this Club shall be held on Thursday at 11:45 a.m. Due notice of any changes in, or canceling of, the regular meeting shall be given to all members of the club.

**SECTION 3:** One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

**SECTION 4:** Regular and special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, due notice having been given. It is preferred that regular Board Meetings be held once each month.

**SECTION 5:** A majority of the Board members shall constitute a quorum of the Board.

#### **Article V: Fees and Dues**

**SECTION 1:** The initiation fee shall be established by the Board of Directors at its first meeting of the new fiscal year.

**SECTION 2:** The membership dues for both regular and associate members shall be established by the Board of Directors at its first meeting of the new fiscal year and be

communicated to the Club. Such dues shall include each member's subscription to The Rotarian Magazine.

**Section 3:** The Board may assess an activity fee and establish a listing of service projects that will credit members and/or family members. The fee and listing of approved projects will be established by the Board.

**SECTION 4:** Upon written application to the Board, any senior active member can obtain a waiver reducing the annual dues as established by the Board, payable quarterly, when the following provisions of Article VIII, Section 5, paragraphs (c) or (d) are met. This is the actual cost of Club operation per member and does not include meal charges. A Member receiving this waiver would have to pay the guest price at the door for meals received. These are the same provisions applied to waiver of attendance requirements. The following paragraphs are quoted from Article VIII, Section 5, of the Club Constitution:

(c) Any member who, because of protracted ill health or impairment, is physically unable to comply with the provisions of this section may, during the period of its continuance, upon application to the Board, be excused from complying with attendance requirements and the absence shall not be computed in the attendance record of the Club.

(d) Any senior active member who has been a member of one or more Rotary clubs for the aggregate twenty years or more, and has reached the age of sixty-five years, or who has been a member of one or more Rotary clubs for in the aggregate fifteen years or more and has reached the age of seventy years, may notify the Secretary in writing of the desire to be excused from complying with attendance requirements. If approved by the Board, such member's absence shall not be computed in the attendance record of the Club, but such member's attendance may be computed if the member so desires.

#### **Article VI: Method of Voting**

The business of this Club shall be transacted by viva voice vote except the election of officers and directors which shall be in accordance with Article I, Section 1, of these Bylaws.

#### **Article VII Committees:**

##### **SECTION 1:**

- a) The President shall appoint such committees on phases of club service activities, community projects, international service, fellowship activities and new generations, as well any other committees deemed necessary for the internal administration of club affairs.
- b) Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership, by appointing one or more members for additional terms.
- c) The nominating committee shall consist of the three most recent Past Presidents who are still members of the Club. Upon completion of the current term, the President entering past president status becomes a member of the nominating committee for a three-year term. Upon reaching the third year of the term, this senior member of the committee becomes the chairperson. Therefore, each year there will be one Past President dropping off the committee as the most recent Past President starts the three-year term. Vacancies will automatically be filled with the most recent Past President available who is not already on the committee.

- d) The membership committee shall be appointed by the current active President. Vacancies will be filled through appointment by the President.
- e) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- f) Each committee shall transact such business as is delegated to it in the Bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committee shall not take action until a report has been made to the Board and approved by the Board.

## **Article VIII: Duties of Committees**

**SECTION 1:** Community Projects Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service. (a) Public Relations Committee. This committee shall devise and carry into effect plans (1) to give the public generally information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club.

**SECTION 2:** International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The chairperson of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

**SECTION 3:** Club Service Committee. This committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service including attendance, classifications, membership development and Rotary Information.

**SECTION 4:** Membership Committee. This Committee shall consider all proposals for membership for general eligibility of all persons proposed for membership and report their decisions to the Board. This Committee shall devise and carry out effective plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give the new members adequate understanding about the privileges and responsibilities of membership in a Rotary Club, (3) to give members information about Rotary, its history, objectives, activities and (4) to give members information as to developments in the administrative operations of Rotary International Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the Club with the Vice President serving as the Chair.

**SECTION 5:** Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.

**SECTION 6:** New Generations Committee This committee shall assist, guide, and coordinate the interactions between the Club and all Interact groups at the high schools in West Allis. The Committee

shall also help devise and carry out effective service projects under the umbrella of Rotary Interact. They shall also support any other youth activities sponsored by the Club.

#### **Article IX: Leave of Absence**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. (Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other Club, the excused member must be recorded as absent except that absence authorized under the provision of Article VIII, Section 5 (c) or (d) of the standard club constitution is not computed in the attendance record of the club.)

#### **Article X: Finances**

**SECTION 1:** The Treasurer shall deposit all funds of the Club in a bank to be named by the Board.

**SECTION 2:** All bills shall be paid only by checks signed by the Permanent Secretary/Treasurer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

**SECTION 3:** Officers having charge or control of funds shall be bonded, if required by the Board, for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

**SECTION 4:** The Fiscal Year of this Club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four quarterly periods extending from July 1st to September 30th, from October 1st to December 31st, January 1st to March 31st and April 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

**SECTION 5:** At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of the estimated income and estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

**SECTION 6:** In addition to the membership admission fee and the quarterly collection of dues, the Board of Directors may and shall, when it is deemed necessary, make provisions for raising additional funds. They may also receive contributions or bequests and shall have entire control of all funds raised or received.

**SECTION 7:** Funds received that are designated for the Rotary Foundation shall be recorded in a separate account. Donor instructions must comply with Foundation rules and regulations and transfer of funds to the Foundation is to be accomplished as soon as possible.

**SECTION 8:** A minimum cash operating reserve is to be maintained. The reserve, to be transferred from the outgoing Officers and Board to the incoming Officers and Board at the beginning of each fiscal year; should be no less than an amount equal to 25 percent of the total operating expense for the fiscal year previous to the one just ending. This reserve is for the purpose of financing properly authorized, self-supporting Club events with the provision that amounts advanced be repaid promptly, utilizing the regular quarterly billing procedure where participants are invoiced. Further, if financial help is needed for a current Club project, an amount could be withdrawn, under Board approval, with a stipulation that it be replaced from a fund drive within a

definite time -- either 30, 60 or 90 days. The chairperson and committee utilizing the loan would be responsible for replacement under a Board approved plan having assured success.

**SECTION 9** -- Cash on hand at the end of the fiscal year in excess of the minimum cash operating reserve as set forth in Article X, Section 8 of the bylaws of The Rotary Club of West Allis shall be transferred to the West Allis Rotary Foundation on or before the end of the first quarter of the following fiscal year. In addition, net proceeds of fund-raising events held for the benefit of the West Allis Rotary Foundation shall be transferred to the Foundation on or before the end of the quarter immediately following the quarter during which the event occurred. Cash on hand is defined as the sum of monies in all checking, savings, money market or other investments that may be held by the Rotary Club of West Allis.

#### **Article XI: Method of Electing Members**

**SECTION 1:** Membership Proposal Procedure It is the responsibility of the sponsor, an active Rotarian, senior active Rotarian, or past service member to obtain a membership application. An application form can be obtained from the Club Secretary, Sergeant-At-Arms, or Membership Committee Chair. The completed form is forwarded to the President.

**SECTION 2:** (a) After receipt of the application, the President will read the proposed application before two successive meetings of the Club. (b) Any Club member desiring to comment on the proposed application should do so in writing to the Secretary no later than 5 days after the second reading. (c) Following the readings before the Club and allowance for receipt of comments, the application shall be acted on by the Board of Directors. If the application is approved the President will advise the sponsor of the acceptance of the candidate and will forward copies of the approved application to the Secretary, Sergeant-At-Arms, Membership Committee Chair and the printer of the Rotary Directory.

**SECTION 3:** It is the responsibility of the sponsor to notify the candidate of his/her election to membership. Having been so notified, the new member immediately assumes responsibility for an initiation fee, Rotary International dues, quarterly dues and weekly meeting attendance.

**SECTION 4:** The new member shall be formerly inducted at the next regular meeting of the Club. At that meeting, the new member will be issued a Rotary pin, a Four Way Test plaque, a red badge and a Rotary Directory. The member will receive the permanent blue badge after he/she has completed the requirements as set forth by the Board of Directors.

**SECTION 5:** Affiliate Business Membership: Additional persons from the same business that has a person with a regular membership may be designated as an Affiliate member and as such pays dues and fees as established by the Board. Such members have all the rights and responsibilities of regular membership.

**SECTION 6:** Senior Active, Past Service and Honorary Members. The name of a proposed candidate for any one of these three kinds of membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. Any active member or past service member of this club who qualifies for senior active membership as set forth in the constitution of this Club shall automatically become a senior active member of this Club, no application for or election to such senior active membership being required.

**SECTION 7:** Re-election of a Former Active Member

- a) The application of a former active member of this Club who was elected as such member under Article III, Section 2 (a) of the bylaws of Rotary International and whose membership was terminated as provided in Article VIII, Section 2 (b) (1) of the Constitution of this Club shall be considered promptly by the Board and in advance of any other application or proposal under the same classification or another classification.
- b) When the membership of an active member elected under the provisions of Article V, Section 5 (b) of the Constitution of this Club has ceased as a result of the classification becoming vacant, then when the classification is again filled, the member may (without prejudice to the right of the holder of the classification to propose an additional active member under Article V, Section 5 (a) of the constitution) then be re-elected.

At its discretion, the Board may refer any application of a returning member to the membership committee for a reading and a ten-day waiting period where any member may object in writing to the Board of Directors. The Board may provide for a ten-day period during which any member objecting to the election of any proposed member shall notify the board in writing, stating reasons for the objection. At any regular or special meeting, the board shall proceed to ballot on any application taking into account, where applicable, reports from the classification and membership committees and any objections filed.

#### **Article XII: Resolutions**

**SECTION 1** -- No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

#### **Article XIII: Order of Business**

Meeting called to order.  
Introduction of visiting Rotarians.  
Correspondence and announcements.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

#### **Article XIV: Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been e-mailed or mailed to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.



**ARTICLES OF INCORPORATION AND BY-LAWS**  
**of**  
**ROTARY CLUB OF WEST ALLIS FOUNDATION, INC.**

Incorporated August 15,1988

This instrument is executed by the undersigned for the purpose of forming a Wisconsin Corporation under Chapter 181 of Wisconsin Statutes, without stock and not for profit.

**ARTICLE I**

The name of the Corporation is ROTARY CLUB OF WEST ALLIS FOUNDATION, INC.

**ARTICLE II**

The period of existence shall be perpetual.

**ARTICLE III**

The purposes for which the Corporation is formed shall be exclusively charitable and educational, including but not limited to the following:

1. The promoting and aiding of education;
2. The furnishing of charitable aid;
3. The making of loans, scholarships, awards and grants for educational and charitable purposes;
4. The acceptance of gifts, contributions, testamentary dispositions, donations, or otherwise, of real and personal property of all kinds and wheresoever situated, for the purpose of using the income and principal for charitable and educational purposes.

The Corporation shall engage and participate in any activity, business, or enterprise within the afore stated purposes.

The Corporation is organized on a not for profit basis, and may perform all other acts and services as may be permitted by the provisions of Chapter 181 of the Wisconsin Statutes as from time to time may be amended, but not limited to the furtherance of the exempt purposes within the intendment of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE IV**

The location and principal office of the Corporation is P.O. Box 44947, West Allis, Wisconsin 53214.

**ARTICLE V**

The Corporation shall have one class of members, which shall consist of one member designated as the Corporate Member. The initial corporate member shall be the Rotary Club of West Allis, or any successor thereto resulting by merger, consolidation or change of any name. If a vacancy shall exist in the position of corporate member for any reason, the Trustees of the Corporation shall elect a new corporate member.

**ARTICLE VI**

Directors of the Corporation shall be known as Trustees. The Trustees of the Corporation shall consist of seven (7) members, in good standing, of the corporate member, initially the Rotary Club of West Allis, hereinafter referred to as Club, and shall be determined as follows:

1. The President of Club shall serve as a Trustee during his/her term, and until a successor president takes office.
2. The other six (6) Club members who will serve as Trustees shall be elected by members of the Club, and they shall serve for a period of three (3) years and until their successors have been elected, provided however that at the first election of said six (6) Trustees, two (2) shall be elected for three (3) years, two (2) shall be elected for two (2) years, and two (2) shall be elected for one (1) year.
3. Election to the Board of Directors of Club of any of the said six (6) Trustees shall not be a basis to disqualify such person as a Trustee of this Corporation, however, termination of service as President of Club shall automatically disqualify such person as the Club President Trustee of this Corporation. He/She would not be disqualified as a future elected Trustee.
4. In case of a vacancy on the Board as a result of a members death, resignation, or any other reason, the vacancy shall be filled by appointment by the Trustees, such appointee of which shall serve as Trustee until one of the following events occur:
  - (a) In case of a Club President-Trustee vacancy, until another President is elected by Club, or by virtue of automatic ascension to such office by another officer of Club pursuant to Clubs Bylaws.
  - (b) In case of any other trustee vacancy, until the unexpired term of such vacancy expires.
5. The names and addresses of the initial trustees are set forth on attached Schedule A.

#### **ARTICLE VII**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future

United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE VIII**

In the event of dissolution of the Corporation, all of the assets of the Corporation after the payment and discharge of all of the debts, obligations and liabilities of the Corporation shall be used for such exclusively charitable, and educational purposes, or transferred to such exclusively charitable or educational corporations, societies or organizations as its directors at the time of dissolution shall direct, which corporations, societies or organizations shall qualify as charitable or educational under the income, gift, inheritance and estate tax laws of the State of Wisconsin and the United States of America.

#### **ARTICLE IX**

The name and address of the initial registered agent of the Corporation is, 8741 W National Ave,  
West Allis, Wisconsin  
53227

#### **ARTICLE X**

The name and address of the Incorporator of this Corporation is Steven Affeldt, 8741 W  
National Ave, West Allis, WI 53227

#### **ARTICLE XI**

These articles may be amended from time to time in the manner authorized by law at the time of  
amendment.

#### **SCHEDULE A**

##### **INITIAL FOUNDATION TRUSTEES**

David M. Bear	6575 North Green Bay Road Glendale, Wisconsin 53209
Joseph F. Kempen	807 South 105th Street West Allis, Wisconsin 53214
Jerome B. King	17815 West Burleigh Road Brookfield, Wisconsin 53005
Orville C. Knutson	5006 Stonehedge Drive Greenfield, Wisconsin 53220
Gerald G. Falk	2475 South Graylog Lane New Berlin, Wisconsin 53151
Harry E. Russell	3209 South 119th Street West Allis, Wisconsin 53227
Russell C. Tamms	17845 Alta Louise Parkway Brookfield, Wisconsin 53005

#### **BY-LAWS OF ROTARY CLUB OF WEST ALLIS FOUNDATION, INC.**

*As revised, effective April 17, 2003*

#### **ARTICLE I**

##### **Offices**

Until otherwise located by the Board of Directors, the principal office of the Corporation in the  
State of Wisconsin shall be PO Box 44347, West Allis, Wisconsin 53214. The Board of Directors  
may select by resolution other or additional offices from time to time.

#### **ARTICLE II**

##### **Membership**

Membership shall be determined and controlled exclusively by Article V of Articles of  
Incorporation of ROTARY CLUB OF WEST ALLIS FOUNDATION, INC., and  
with more specificity shall consist of the member designated as the corporate member.

#### **ARTICLE III**

##### **Board of Directors and Meetings**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by the Board of Directors initially consisting of seven (7) individuals, to be referenced as trustees, who shall be selected in manner set forth in Article VI of the Articles of Incorporation, subject to and conditioned upon any such trustee having been a member in good standing with the West Allis Rotary Club for a minimum of five (5) years preceding his/her election to the Board, and shall have previously served a full term as Club President of this or any other Rotary Club. A majority of the trustees at the time elected and qualified to act shall constitute a quorum for the transaction of business at any meeting.

**Section 2. Organizational Meeting.** The newly elected and continuing members of the Board of Directors shall hold an organizational meeting prior to May each year to elect the Officers of the Board who will take office effective at the beginning of the fiscal year.

**Section 3. Annual Meeting.** The Board of Directors shall hold its annual meeting on the first Thursday of July of each year, or on such other date and at such time and place as may be fixed by the Board of Directors.

**Section 4. Order of Business at Annual Meeting.** The order of business at the annual meeting of the Board shall be as follows:

- (a) Roll call.
- (b) Reading of minutes of last preceding meeting.
- (c) Report of President.
- (d) Report of Secretary.
- (e) Report of Treasury.
- (f) Transaction of other business.
- (g) Adjournment.

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or shall be called by the Secretary upon the request of any two (2) trustees. Location of the special meeting shall be as previously agreed by a majority of the Board of Directors.

**Section 6. Quorum.** Except as otherwise provided, a majority of the number of trustees of this Corporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the trustees present, though less than such quorum, may adjourn the meeting from time to time without further notice.

**Section 7. Voting.** Each trustee of the Corporation shall at every meeting of the Board of Directors be entitled to one vote. No trustee shall be entitled to vote by proxy.

**Section 8. Manner of Action.** The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-Laws.

**Section 9. Compensation.** Trustees shall receive no salaries for their services.

**Section 10. Special Committees.** Special committees may be appointed by the President or the Board of Directors to perform such duties and have such authority as may be assigned to them by the Board of Directors.

**Section 11. Informal Action Without Meeting.** Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors at a meeting

or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees then in office.

**Section 12. Bonds.** The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his/her duties. Premiums on all such bonds shall be paid by Corporation.

## ARTICLE IV

### Officers

**Section 1. Number.** Officers of the Corporation shall be President, one Vice President, General Secretary, Associate Secretary, and Treasurer, and such additional officers as may be designated from time to time by the Board of Directors. The Board of Directors shall elect such officers at the organizational meeting. Each officer shall hold office until his/her successor shall have qualified except in the case of resignation or removal by the Board.

**Section 2. Removal and Vacancies.** Any officer may be removed by the Board of Directors by a majority vote at any regular meeting or special meeting. Any vacancy in any office may be filled by the Board of Directors at any annual or special meeting.

**Section 3. President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, all certificates, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4. Vice President.** In the case of the absence or disability of the President, the Vice President shall perform the duties of the President and shall also perform such other duties as may be required by the trustees.

**Section 5. General Secretary.** The General Secretary shall (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by the law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 6. Associate Secretary.** The Associate Secretary, in the absence or disability of the General Secretary, shall perform the duties of the General Secretary, and shall further perform such other duties as may be required by the trustees.

**Section 7. Treasurer.** The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, savings and loans, trust companies or other depositories as shall be selected by the Board of Directors; and, (b) in general, perform all of the duties incident

to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

## **ARTICLE V**

### **Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and the Like.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the Corporation. No part of the net earnings or assets of the Corporation shall at any time inure to the benefit of any Directors.

**Section 3. Investments and Deposits.** All funds of the Corporation not immediately needed may by resolution of the Board of Directors be invested in time deposits in any bank, saving bank, trust company or credit union which is authorized to transact business in this state, or in bonds or securities issued or guaranteed as to principal and interest of the United States government, or bonds or securities of any county, city, drainage district, vocational, technical or adult education district, village, town or school district of this state, or in the case of a town, city or village, in any bonds or securities issued under the authority of the municipality, whether the same create a general municipal liability or a liability of the property owners of the municipality for special improvements, and may sell or hypothecate the same. The Board of Directors may invest such funds as it deems appropriate-not to exceed 40% of the corpus-in a brokerage or other managed account by majority vote of the Directors then serving. Funds of the Corporation which the Board of Directors reasonably believe may be immediately needed shall be deposited from time to time to the credit of the Corporation in such bank, banks or savings and loans as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purpose or for any specific purpose of the Corporation.

## **ARTICLE VI**

### **Books And Records**

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors which may be inspected by any trustee or his/her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VII**

The following actions of the trustees (Board of Directors) shall be approved by the Corporate Member:

1. All expenditures from the Corporations property, with exception for necessary administration expenses, and further with exception for expenditures of the income or principal of gifts to the Corporation which are prescribed by the terms of any gift or bequest. Any expenditure

approved by the Corporate Member shall not be made unless also approved by the Corporations trustees.

2. Amendment or restatement of the Articles of Incorporation or the By-Laws.

3. Merger, consolidation, dissolution, or sale, lease, exchange, mortgage, or pledge of substantially all of the assets of the Corporation.

4. All proposed programs, projects, or activities of the corporation for the purposes set forth in the Articles of Incorporation.

## **ARTICLE VIII**

### **Amendments**

These By-Laws may be amended in the manner authorized by Law at the time of amendment.

## **ARTICLE IX**

### **Indemnification**

Every trustee and officer of this Corporation shall be indemnified by the Corporation against all expense and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a trustee or officer at the time such expenses are incurred, except in such cases wherein the Board of Directors shall determine that such indemnification would be contrary to law. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such trustee or officer may be entitled.

## **ARTICLE X**

### **CONDUCT OF MEETINGS**

Roberts Rules of Order, Revised, shall govern the conduct of all meetings of the members of the Corporation and the Board of Directors and its committees, except where same shall be in conflict with law or these By-Laws.